



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
BROWNSVILLE DIVISION**

ENTERED
05/07/2010

In Re:

Bayside Capital, LLC, d/b/a Bay View Capital LLC, Debtor.	§ § § §	Case No. 10-10330 Chapter 11
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**INTERIM ORDER GRANTING AND CONDITIONING
DEBTOR'S USE OF CASH COLLATERAL AND SETTING HEARING
(S.D. Texas Standard Financing Order)**

On May 3, 2010 Bayside Capital, LLC, d/b/a Bay View Capital LLC ("Debtor") filed a chapter 11 case along with a motion for use of cash collateral (the "Motion"). The Debtor filed and served a budget (the "Initial Budget") in accordance with the Court's Complex Chapter 11 Procedures. A hearing was held on this date to consider the Motion and financing pursuant to the Initial Budget.

The Debtor has shown that they are providing adequate protection for use of cash collateral by granting to their potentially Secured Creditors BBVA Compass Bank ("BBVA") and First National Bank, Edinburg ("FNBE"), a security interest in the Debtor's post-petition cash collateral assets with the same description, validity and priority as the pre-petition security interest claimed by BBVA and FNBE; Accordingly, the Court orders:

1. The Debtor is permitted to use cash collateral pursuant to the budget attached as Exhibit "A" through June 7, 2010, subject to further orders of this Court.
2. Each cash collateral secured creditor shall have a security interest in Debtor's post-petition assets with the same description, validity and priority as the pre-petition security interest held by that Secured Creditor; provided, however, all replacement liens shall have the same order of priority as among the Secured Creditors BBVA and FNBE, as well as among any other valid, enforceable liens against property of the estate, including ad valorem tax liens.

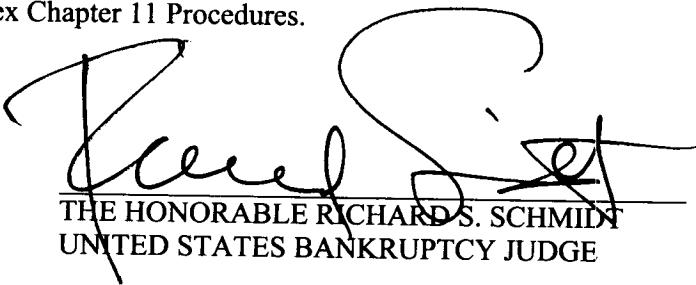
3. Debtor shall report its use of cash collateral as follows: five (5) business days prior to the hearing set on the Permanent Finance Hearing through the close of business the week prior to the report.

4. The Permanent Finance Hearing will be on June 9 2010 at 9:00 M. The hearing will be conducted in accordance with the Complex Chapter 11 Procedures. Debtor must provide notice and file a certificate of service.

5. Not less than three business days before the Permanent Finance Hearing, Debtor must file and serve the budget to be considered at the Permanent Finance Hearing. Service must be made in accordance with the Complex Chapter 11 Procedures.

DATED: May 6, 2010.

In Brownsville, Texas


THE HONORABLE RICHARD S. SCHMIDT
UNITED STATES BANKRUPTCY JUDGE

ORDER¹ SUBMITTED BY:

**JORDAN, HYDEN, WOMBLE, CULBRETH
& HOLZER, P.C.**

Shelby A. Jordan (Texas Bar No. 11016700)
Nathaniel Peter Holzer (Texas Bar No. 00793971)

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PROPOSED ATTORNEYS FOR

Bayside Capital, LLC, d/b/a Bay View Capital LLC

¹ See, the Master Certificate Of Service Of First Day Motions, proposed Orders, Voluntary Petition, And List Of 20 Largest Unsecured Creditors filed in connection with all first day filings reflecting service on May 4, 2010.

EXHIBIT "A"**Bayside Capital, LLC, d/b/a Bay View Capital LLC
Debtor's 30-day Budget May 4, 2010 through May 31, 2010**

1-May-10		May 31
Amberjacks		
Total Projected Revenues		\$230,000
Percentage Rent Income	18.00%	\$41,400
Jim's Pier - 209 W. Whiting		
209 West Whiting		
Revenue	<i>Profit Margin</i>	
Gas	25%	\$5,000
Merchandise	40%	\$20,000
Boat Slip Rental		\$1,800
Booking Fee	10%	\$4,000
Charters (Danny B)	10%	\$14,000
Licenses	5%	\$2,000
Room Rentals	75%	\$1,000
Sales Tax	8.25%	\$2,228
Subtotal Revenue		\$50,028
Electric		\$1,069
Water		\$600
Trash		\$265
Maintenance		\$2,000
Communications		\$295
Advertising		\$1,000
Labor and Salary		\$5,000
Booking Fee Cost		\$3,600
Gas		\$3,750
Merchandise Cost		\$12,000
Danny B		\$12,600
Licenses		\$1,900
Cable		\$175
Room Rental Commission		\$250
TABC License Cost		\$1,500
Sale Tax		\$2,228
Merchandise Inventory		\$11,000
Subtotal Expenses		\$59,231
Income		(\$9,204)*

- This loss changes in June to an estimated \$6,890 profit.

Fisherman's Wharf (Down Stairs)		
Boat Slips		\$2,000
Sub Total Revenues		\$2,000
Maintenance		\$75
Income		\$1,925
Fisherman's Wharf Apts - 211 W Swordfish		
Unit #1		\$0
Unit #2		\$0
Unit #3		\$650
Unit #4		\$0
Unit #5		\$575
Unit #6		\$550
Unit #7		\$550
Unit #8		\$550
Subtotal - Fisherman's Wharf Apartments		\$2,875
Water		\$80
Electric		
Maintenance		\$100
Expenses		\$180
Income		\$2,695

Steamers		
Base Lease		\$2,000
Override		\$4,500
Income		\$6,500
Laguna Apartments - 201 West Swordfish		
Income		\$2,500

Subtotal NOI	\$45,816
GLO Leases	\$0
Professional Services	\$12,500
Salaries/Wages	\$13,600 \$10,000
Travel Expenses	\$0
Insurance	\$4,892
Property Tax Accrual	\$0
TOTAL NOI	<u>\$14,824</u>